

MGM Resorts International
Form 4
March 17, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MURREN JAMES

(Last) (First) (Middle)

3600 LAS VEGAS BLVD. SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MGM Resorts International [MGM]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

CHAIRMAN & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock \$.01 Par Value ND					969,111	D	
Common Stock \$.01 Par Value ND					175,329	I	By spousal limited access trusts

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Stock Units	(1)	03/15/2017		A		313.2047		(1)	(1)	Common Stock \$.01 Par Value ND	313.2047
Restricted Stock Units	(3)	03/15/2017		A		43.5981		10/07/2014	10/07/2017	Common Stock \$.01 Par Value ND	43.5981
Restricted Stock Units	(3)	03/15/2017		A		80.9004		10/06/2015	10/06/2018	Common Stock \$.01 Par Value ND	80.9004
Restricted Stock Units	(3)	03/15/2017		A		198.8859		10/05/2016	10/05/2019	Common Stock \$.01 Par Value ND	198.8859
Restricted Stock Units	(3)	03/15/2017		A		212.8799		10/03/2017	10/03/2020	Common Stock \$.01 Par Value ND	212.8799

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		CHAIRMAN & CEO	

MURREN JAMES
3600 LAS VEGAS BLVD. SOUTH
LAS VEGAS, NV 89109

Signatures

/s/ Andrew Hagopian III,
Attorney-In-Fact

03/17/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Restricted Stock Units ("RSUs") granted under the Plan. Each RSU represents the right to receive, subject to the terms set forth below, one share of MGM Resorts common stock. The RSUs cliff vest on December 31, 2021, with delivery automatically deferred until Mr.

- (1) Murren's separation from the Company (unless such separation is determined to have been for Employer's Good Cause, as defined in his employment agreement), and are subject to automatic forfeiture in the event of Mr. Murren's termination for any reason prior to December 31, 2021.

- (2) Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Resorts International's common stock. The additional RSUs being reported reflect dividend equivalent rights at \$26.82 per RSU credited to the reporting person's account on 3/15/2017.

RSUs granted under the Plan. Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock.

- (3) The RSUs will vest in four equal annual installments commencing on the first anniversary of the grant date, subject to the terms of the Plan and applicable award agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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